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SEC 1972 Potential persons who are to respond to the collection of information con em are not (6/99)required to respond unless the form displays a currently valid OMB cov ATTENTION Failure to file notice in the appropriate states will not result in a loss of the tex exemption. Conversely, failure to file the appropriate federal notice will not result loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice. OMB APPROVAL **UNITED STATES** OMB Number: 3235-0076 SECURITIES AND EXCHANGE COMMISSION Expires: May 31, 2002 Washington, D.C. 20549 Estimated average burden hours per response...1 FORM D RECEIVED SEC USE ONLY NOTICE OF SALE OF SECURITIÉS Serial PURSUANT TO REGULATION D **SECTION 4(6), AND/OR** DATE RECEIVED UNIFORM LIMITED OFFERING EXEMPTION Name of Offering (check if this is an amendment and name has changed, and indicate change.) Tellicent Inc.- Series B Preferred Stock (and underlying Common Stock, if converted) Filing Under (Check box(es) that [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) apply): Type of Filing: [X] New Filing [] Amendment THOMSON A. BASIC IDENTIFICATION DATA FINANCIAL 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Tellicent Inc. Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) Address: 17250 Dallas Parkway, Suite 200 **Telephone Number:** Dallas, Texas 75248-1136 (972)407-3732 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) Brief Description of Business **Telecommunication Services** Type of Business Organization

[] limited partnership, already formed

[] other (please specify):

[X] corporation

Month Year

Actual or Estimated Date of Incorporation or Organization: [0][5] [0][1] [X] Actual [] Estimated Date of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction) [DI[E]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of,
 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[]Promoter	[X]Beneficial Owner	[]Executive Officer	[]Director	[]General and/or Managing Partner
Full Name (Last name first, Sevin Rosen Fund VII L.P					and in the second section and an experience of the second second second second second second second second sec
Business or Residence Add		and Street, Cit	y, State, Zip Co	ode)	
c/o The Sevin Rosen Fun					
13455 Noel Road, Suite 10 Check Box(es) that Apply:			[]Executive	LiDisoctos	[]General and/or
Check Box(es) that Apply.	[]FIOIIIOLEI	Owner	Officer	Į JDII ector	Managing Partner
Full Name (Last name first, Sevin Rosen Fund VIII L.F)				
Business or Residence Add c/o The Sevin Rosen Fun		and Street, Cit	y, State, Zip C	ode)	
13455 Noel Road, Suite 1		exas 75240			
	No. of the Control of				
Check Box(es) that Apply:	[]Promoter	[X]Beneficial Owner	[]Executive Officer	[]Director	[]General and/or Managing Partner
Full Name (Last name first, Sevin Rosen VII Affiliates			ara kalan salah gari Sanah salah kalan kalan salah		
Business or Residence Add c/o The Sevin Rosen Fun 13455 Noel Road, Suite 1	ds		y, State, Zip Co	ode)	
Check Box(es) that Apply:		[X]Beneficial Owner	[]Executive Officer	[]Director	[]General and/or Managing Partner
Full Name (Last name first, Sevin Rosen VIII Affiliate:					
Business or Residence Add c/o The Sevin Rosen Fun 13455 Noel Road, Suite 1	ds		y, State, Zip C	ode)	
Check Box(es) that Apply:	[]Promoter		[X]Executive	[X]Director	[]General and/or
		Owner	Officer		Managing Partner
Full Name (Last name first, Ronald D. Anderson, Sr.	if individual)		and the second	elementari en en entre en landen et la delen en eg en entre en entre en	anter handler vin kanne er kleine de kanne de er
Business or Residence Add 17250 Dallas Parkway, St Dallas, Texas 75248-1136	iite 200	and Street, Cit	y, State, Zip C	ode)	
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Check Box(es) that Apply:	[]Promoter	[]Beneficial Owner	[]Executive Officer	[X]Director	[]General and/or Managing Partner
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Check Box(es) that Apply:	[]Promoter	[]Beneficial Owner	[]Executive Officer	[X]Director	[]General and/or Managing Partner
Full Name (Last name first, Jon Bayless	if individual)		artik latur (alika mengal) indirindikan menjadikan perkenalan menjadikan berasal sebagai sebagai sebagai seba		kamer (nina 1200 biya kadinik na bira nina madi sasas kir sa ka lisabili da se kata Ali sa kiraba na sa k
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Check Box(es) that Apply:	[]Promoter	[]Beneficial Owner	[]Executive Officer	[X]Director	[]General and/or Managing Partner
Full Name (Last name first, John Oxaal	if individual)			anna de la cinada d	and a supplied that the supplied to the suppli
Business or Residence Add 17250 Dallas Parkway, Su Dallas, Texas 75248-1136	iite 200	and Street, Cit	y, State, Zip C	ode)	

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TOTAL DEPOSIT FOR ALL SALES	general de grapa de part en en 1 de junior tombre		Management for a supplementary for the profession	B. INFO	DRMATI	ON ABO	OUT OFF	ERING	in the state of th	t of the state of	gyang digit (Charle di Antherson Antonium an Calle in 1944) Africa ya	nad annad annad at the later of all annual new terms.
 Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual? 										s in this	[] No Minii	
3. Does the offering permit joint ownership of a single unit?											Yes	No [X]
directly purcha an asso a state listed a informa	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.											
Full Na	me (Las	t name f	irst, if ind	dividual)								
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Accre Non-a	dited Inv	estors	ors Rule 504					Numbe	r Investor 5 0	Do s of \$2	gregate blar Amo Purchase ,006,000	es	
Answ	er also ir	Append	dix, Colu	mn 4, if t	filing und	der ULO	Ξ.						
3. If th	nis filing	s for an	offering	under <u>R</u>	ule 504 (or <u>505,</u> e	nter the						

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify

securities by type listed in Part C-Question 1.

Type of offering	I Voe of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total	***************************************	\$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees	f 1	\$
Printing and Engraving Costs		\$
Legal Fees		\$50,000
Accounting Fees		\$
Engineering Fees		Š
Sales Commissions (specify finders' fees separately)		\$
Other Expenses (identify)		\$
Total	ii	\$50,000
 b. Enter the difference between the aggregate offening price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." 5. Indicate below the amount of the adjusted gross proceeds to t proposed to be used for each of the purposes shown. If the amois not known, furnish an estimate and check the box to the left of total of the payments listed must equal the adjusted gross proceeds to the response to Part C - Question 4.b above. 	he issuer used or unt for any purpose the estimate. The	\$1,956,000
	Payments to Officers, Directors, &	Payments To
Salarias and fees	Affiliates	Others
Salaries and fees	[]\$	[]\$
Purchase, rental or leasing and installation of machinery	ι	l J Ψ
and equipment	[]\$	[]\$
Construction or leasing of plant buildings and facilities	[]\$	[]\$
Acquisition of other businesses (including the value of		
securities involved in this offering that may be used in exchange for the assets or securities of another issuer	[]\$	[]\$

pursuant to a merger)	
Repayment of indebtedness	
Other (specify):	
	[]\$
Column Totals	
Total Payments Listed (column totals added)	[] \$[][X] \$1,956,000
Total aymond motor (committee)	(-1,,,
D. FEDERAL	L SIGNATURE
The issuer has duly caused this notice to be signed to notice is filed under Rule 505, the following signature to the U.S. Securities and Exchange Commission, up furnished by the issuer to any non-accredited investor	e constitutes an undertaking by the issuer to furnish upon written request of its staff, the information
Grand (Driet on Time)	losses losses
Issuer (Print or Type) Tellicent Inc.	Signature Date June /3, 2002
remedit nic.	Rosalum June 13., 2002
Name of Signer (Print or Type) Ronald D. Anderson, Jr.	Title of Signer (Print or Type) President
Konala D. Anderson, Jr.	President
ATTENTION Intentional misstatements or omissions of fact U.S.C. 1001.)	
E. STATE S	SIGNATURE
Is any party described in 17 CFR 230.262 present provisions of such rule?	
See Appendix, Colum	nn 5, for state response.
2. The undersigned issuer hereby undertakes to furn	nn 5, for state response. nish to any state administrator of any state in which
2. The undersigned issuer hereby undertakes to furn this notice is filed, a notice on Form D (17 CFR 239,5	nn 5, for state response. nish to any state administrator of any state in which ,500) at such times as required by state law.
2. The undersigned issuer hereby undertakes to furn this notice is filed, a notice on Form D (17 CFR 239,53. The undersigned issuer hereby undertakes to furn	nn 5, for state response. nish to any state administrator of any state in which
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Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX Disqualification Type of security under State ULOE and aggregate (if yes, attach Intend to sell to non-accredited offering price explanation of investors in State offered in state waiver granted) (Part B-Item 1) (Part C-Item 1) (Part E-Item 1) Number of Number of Non-Accredited Accredited State Yes No Investors Amount Investors Amount Yes No ΑL AΚ ΑZ AR Series B **Preferred Stock** (and underlying CA No 1 32,086 shares 0 No Common Stock, if converted), \$6,000 CO CT DE DC FL GΑ

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